

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

LOUIS SCARANTINO, Individually and On)	
Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	
)	Case No. 2:16-cv-06051-ER
v.)	
)	
CHEMTURA CORPORATION, CRAIG A.)	
ROGERSON, JEFFREY D. BENJAMIN,)	
TIMOTHY J. BERNLOHR, ANNA C.)	
CATALANO, JAMES W. CROWNOVER,)	
ROBERT A. DOVER, JONATHAN F.)	
FOSTER, JOHN K. WULFF, LANXESS)	
DEUTSCHLAND GMBH, and LANXESS)	
ADDITIVES INC.,)	
)	
Defendants.)	

**STIPULATION AND [PROPOSED] ORDER CONCERNING PLAINTIFF’S
VOLUNTARY DISMISSAL OF THE ABOVE ACTION WITH PREJUDICE AS TO
PLAINTIFF ONLY AND PLAINTIFF’S COUNSEL’S ANTICIPATED APPLICATION
FOR AN AWARD OF ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES**

WHEREAS, on September 26, 2016, Chemtura Corporation (“Chemtura” or the “Company”) announced that it had entered into an Agreement and Plan of Merger, dated September 25, 2016, with Lanxess Deutschland GmbH (“Lanxess”) and LANXESS Additives, Inc. (“Merger Sub”) (the “Merger Agreement”), pursuant to which Merger Sub would acquire all of the outstanding shares of Chemtura and Chemtura stockholders would receive \$33.50 per share of Chemtura common stock (the “Transaction”);

WHEREAS, on November 4, 2016, defendants filed a Preliminary Proxy Statement (the “Proxy Statement”) with the United States Securities and Exchange Commission (“SEC”) in connection with the Transaction, which, among other things, (i) summarized the Merger Agreement, (ii) provided an account of the events leading up to the execution of the Merger

Agreement, (iii) stated that the Chemtura board of directors determined that the Transaction was in the best interests of Chemtura's stockholders and recommended the Transaction, and (iv) summarized the valuation analyses and fairness opinion by Morgan Stanley & Co. LLC, Chemtura's financial advisor;

WHEREAS, on November 17, 2016, plaintiff Louis Scarantino ("Plaintiff") filed a Complaint for Violation of the Securities Exchange Act of 1934 in the above-captioned action (the "Action"), alleging that the Proxy Statement omitted material information with respect to the Transaction and that, accordingly, defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 in connection with the Proxy Statement;

WHEREAS, on December 7, 2016 and January 17, 2017, defendants filed revised Proxy Statements, which addressed and mooted Plaintiff's claims alleged in the Action (the "Supplemental Disclosures");

WHEREAS, on February 1, 2017, Chemtura's stockholders voted to approve the Transaction;

WHEREAS, it is the current intention of counsel for Plaintiff to submit an application for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application") in connection with the Supplemental Disclosures provided to Chemtura's stockholders;

WHEREAS, defendants in the Action reserve the right to oppose any potential Fee and Expense Application;

WHEREAS, no compensation in any form has passed directly or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application or award; and

WHEREAS, no class has been certified in the Action;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court,

IT IS HEREBY ORDERED that:

1. The Action is dismissed against all defendants with prejudice as to plaintiff only, and without prejudice as to all other members of the putative class.

2. The Court retains jurisdiction of the Action for the purpose of determining Plaintiff's anticipated Fee and Expense Application.

3. This Order is entered without prejudice to any position, claim, or defense any party may assert with respect to the Fee and Expense Application or any matter related thereto.

4. Plaintiff shall file and serve his Opening Brief in support of the Fee and Expense Application and any supporting papers by March 7, 2017.

5. Defendants shall file and serve any opposition to the Fee and Expense Application and any supporting papers by April 4, 2017.

6. Plaintiff shall file and serve his Reply Brief in further support of the Fee and Expense Application and any supporting papers by April 18, 2017.

7. The parties may modify the briefing schedule set forth herein by written agreement subject to ~~prompt notification~~ ^{approval} of the Court.

8. Following completion of briefing, the parties shall promptly contact the Court to schedule argument regarding the Fee and Expense Application at a time convenient to the Court.

Dated: February 9, 2017

RM LAW, P.C.

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Attorneys for Defendant Lanxess Additives Inc.

IT IS SO ORDERED.

Dated: 2/17/17, 2017


United States District Judge